

April 16, 2021

VIA EMAIL

Kenneth Talton, Enforcement Officer
Superfund Enforcement Assessment Section (6SF-TE)
USEPA, Region 6
1201 Elm Street
Dallas, TX 75770

Thomas C. Jackson
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FAX: 2025851009
thomas.jackson@bakerbotts.com

Re: Globe-Union Inc. Superfund Site, Garland, TX

Dear Mr. Talton:

This letter provides the response of Quemetco, Inc. (“Quemetco”) to the United States Environmental Protection Agency (“EPA”) request for information pursuant to Section 104(e) of the Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”), 42 U.S.C. § 9604(e), dated December 1, 2020 (the “Request”). The Request seeks information regarding the release of hazardous substances at the Globe-Union Inc. Superfund Site in Garland, Texas (the “Site”). EPA granted Quemetco an extension to April 22, 2021 to respond to the Request. Thank you for granting the extension.

While Quemetco is providing the enclosed responses and documents, Quemetco has no reason to believe that it has contributed to, or is otherwise potentially responsible for, alleged contamination at the Site.

Furthermore, information sought in the Request may have been destroyed or may be stored in locations not known to Quemetco or otherwise outside of Quemetco’s possession, custody or control. This is because, among other reasons, the information sought in the Request concerns transactions or other activities that occurred many decades ago.

Without waiving objections, this response provides the available, non-privileged information that Quemetco has located through a diligent search of its records archives. Quemetco will supplement this response if additional responsive information becomes available.

General Objections

Quemetco asserts the following general objections to EPA’s Request:

1. Quemetco objects to the Request to the extent it is arbitrary and capricious, an abuse of discretion, vague, overbroad and/or responding thereto would be oppressive, unduly burdensome or expensive and/or call for information not relevant to the Site.
2. Quemetco objects to the Request to the extent it seeks information beyond the scope of information to which EPA is entitled under 104(e) of CERCLA.
3. Quemetco objects to the Request to the extent it seeks information not within Quemetco's possession, custody or control.
4. Quemetco objects to the Request to the extent it seeks more than factual information. The statutory language of 104(e)(2)(A) does not extend to parties' analysis or evaluation of factual information.
5. Quemetco objects to the Request to the extent it requires production of information or documents which contain confidential business information, attorney work product or which are covered by the attorney-client privilege. Quemetco asserts all applicable privileges and protections it has with regard to EPA's enumerated inquiries including the attorney-client privilege, the attorney work product doctrine, materials generated in anticipation of litigation, and privileges for materials which are proprietary, company confidential, or trade secret. CERCLA does not require a party to divulge such information in response to information requests.

Responses to the Request

Subject to the foregoing objections, Quemetco provides the following responses to EPA's requests.

General Information Concerning Respondent

1. *Identify (see Definition) Respondent. Include Respondent's correct full legal name with accurate punctuation. Also, provide Respondent's prior names and Respondent's assumed names including "doing business as" (DBA) names.*

Response:

Respondent's full legal name is Quemetco, Inc. Respondent was previously known as Q Acquisition Corporation.

2. *Identify (see Definition) each person answering these questions on behalf of the Respondent and identify (see Definition) and provide the full name, title, business address and business telephone number for each person that was relied on or consulted with in the preparation of the answer.*

Response:

Daniel S. Terrell, Esq.
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3. *If Respondent wishes to designate an individual for all future correspondence concerning this Site, including legal notices, please provide the individual's name, address, email address and telephone number.*

Response:

Daniel S. Terrell, Esq.
Chief Legal Officer & Corporate Secretary
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Suite 1850
Dallas, TX 75207
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4. *Please give a brief description of Respondent's business formation and nature of the business.*

Response:

Quemetco, Inc. ("Quemetco") was incorporated in Delaware on December 10, 1970. Quemetco is engaged in the business of recycling scrapped automotive batteries and other lead-bearing materials into pure lead, lead alloys and fabricated lead products, as well as other metals and plastics. Quemetco operates facilities in Indianapolis, Indiana and City of Industry, California.

Requests for Documents

Please identify (see Definition) and provide copies of all documents (see Definition) consulted, examined, or referred to in the preparation of the answers to the above questions including all subparts of each question, or that contain information responsive to the question.

Response:

Quemetco has not identified any documents in its possession, custody or control that are responsive to EPA's requests other than (i) documents provided to Quemetco by EPA; and (ii) certain documents related to the response to Request No. 4 below, copies of which are attached.

Section 1

1. *Does or did Respondent or any associated or related entities own or operate on a parcel or tract of land on the Site? If Respondent's answer to this question is yes, please provide a copy of the deeds and/or leases that document the purchase or acquisition of the property.*

Response:

Quemetco objects to this request on the grounds that "associated or related entities" is vague and undefined. Notwithstanding this objection, Quemetco states that it has been unable to locate any documents indicating that it or any related entities owned any portion of the Site or operated on any portion of the Site. As a result, the only information available to Quemetco that is responsive to this request derives from the documents provided to me by James Costello via email on December 22, 2020. Those documents included (i) a warranty deed dated March 29, 1960 reflecting the sale by Globe-Union Inc. of property on Shiloh Road in Dallas County, Texas, with the property being conveyed to Emporia Building Company, Inc.; (ii) a lease dated July 27, 1962 by and between Emporia Building Company, Inc. and Western Lead Products Co. for property located on Shiloh Road in Garland, Texas; and (iii) an assignment of the lease by "Quemetco, Inc." to Q Acquisition Corp. dated December 29, 1970. These documents appear to indicate that Western Lead Products Co. (which changed its name to Quemetco, Inc. in May 1970) leased property at the Site for a period of time beginning in July 1962 and extending at least until

December 1970. Please note that the “Quemetco, Inc.” referred to in this paragraph—i.e., “Old Quemetco” as defined in the response to Request No. 4—is not the same corporate entity as the Respondent Quemetco. Quemetco has not been able to find any other information concerning this lease arrangement, including when the lease was terminated.

2. *If your answer to question 1 above is "No", you do not need to respond to the remaining questions.*

Section 2

1. *Has Respondent, as owner, ever leased, rented, or in any other way allowed any business or other person (see Definition) to use a part of the Site? If the answer to this question is yes, please describe the use and identify (see Definition) the person or business and the arrangement (see Definition) that Respondent had with this person.*

Response:

There is no indication that Quemetco or any related entities ever owned any portion of the Site.

2. *Does Respondent know of any business or other person (see Definition) that has stored or disposed of significant amounts of material at the Site, which may have contained substantial concentrations of lead including lead compounds. By significant amounts we mean the total amount is greater than 110 gallons of liquid materials or greater than 200 pounds of solid materials. We understand that many materials contain lead; accordingly, we are limiting this inquiry to materials that contain "substantial" concentrations of lead or lead compounds. By substantial concentrations, we mean lead at concentrations that exceed 200 milligrams per kilogram, which is .02 percent. If Respondent's answer to this question is yes, please identify (see Definition) the person (see Definition), describe the material, and estimate the quantity, by year. Also, describe any arrangement (see Definition) that Respondent has or had with the persons identified.*

Response:

Aside from Globe-Union, Quemetco does not know of any business or any other person that has stored or disposed of significant amounts of lead or material that may have contained substantial concentrations of lead at the Site. The lease provided to Thomas Jackson by James Costello via email on December 22, 2020 indicates that Old Quemetco (as defined in the response to Request No. 4 below) was permitted to use its leased premises on the Site for the manufacture and production of lead oxide, which use (to the extent it occurred) would typically involve the storage of material containing lead or lead compounds. Quemetco has not been able to locate any

records or information regarding whether such operations actually occurred, and if so, the amounts or types of lead, if any, actually stored at the Site.

3. *Identify (see Definition) all transporters (see Definition), and also provide the following information:*
 - a. *Describe the lead containing material that each transporter brought to the Site, and estimate the quantity by year; and*
 - b. *Provide shipping records and invoices pertaining to lead containing material transported to the Site by each transporter.*
 - c. *Describe any arrangement (see Definition) that Respondent had with each identified transporter.*

Response:

Quemetco does not have any information regarding transporters, i.e., companies or other persons that took significant amounts of lead-containing material to the Site.

4. *Describe in detail, by the use of text and diagrams or flowcharts, the company history of the Respondent. In the history that you provide, include the following:*
 - a. *Describe any relationship Respondent may have had with the following: Q Acquisition Corporation; Western Lead Products Co.; Emporia Building Company, Inc.; Quemetco, Inc. (DE-1928); Quemetco, Inc. (CA-1947); Q & R Liquidating Corporation; Best-O-Life Co.; St. Joe Minerals Corp.; St. Joe Mineral Corporation and RSR Corporation; and*

Response:

Respondent Quemetco was previously known as Q Acquisition Corporation. Respondent was incorporated in Delaware on December 10, 1970 under the name Q Acquisition Corporation. Please see Exhibit 1 to this letter, which includes Q Acquisition Corporation's Certificate of Incorporation. On January 5, 1971, Respondent changed its name to Quemetco, Inc. Please see Exhibit 1 to this letter, which also includes the Certificate of Amendment of Q Acquisition Corporation's Certificate of Incorporation changing Respondent's name to Quemetco, Inc.

Robert Quenell started Western Lead Products Company in 1946; the company was incorporated in California. Western Lead Products Co. changed its name to Quemetco, Inc. on May 18, 1970 (referred to herein as "Old Quemetco"). Please note that the "Quemetco, Inc." that was formerly known as "Western Lead Products Co." and is referred to herein as "Old Quemetco" is not the same corporate entity as the Respondent Quemetco.

On December 29, 1970, Old Quemetco sold all of its assets to St. Joe Minerals Corporation and Respondent Quemetco, which was a wholly-owned subsidiary of St. Joe Minerals Corporation. Please see Exhibit 2 to this letter, which is the December 29, 1970 Agreement for Purchase and Sale pursuant to which Old Quemetco sold all of its assets. Among Old Quemetco's assets was the stock of Bestolife Corporation, a California corporation. Following the asset sale to St. Joe Minerals Corporation and Respondent Quemetco, Old Quemetco changed its name to Q and R Liquidating Corporation and dissolved in 1971.

In October 1972, St. Joe Minerals Corporation sold the stock of Respondent Quemetco to RSR Corporation. Please see Exhibit 3 to this letter, which is the October 26, 1972 Stock Purchase Agreement pursuant to which St. Joe Minerals Corporation sold the stock of Respondent Quemetco to RSR Corporation. Following the acquisition of Respondent Quemetco by RSR Corporation, Respondent Quemetco transferred the stock of Bestolife Corporation to RSR Corporation so that Bestolife Corporation became a direct subsidiary of RSR Corporation and ceased to be a subsidiary of Respondent.

As part of a recent series of restructuring steps, (i) in February 2019, RSR Corporation contributed the stock of Respondent Quemetco to Metals HoldCo, Inc., a wholly-owned subsidiary of RSR Corporation, (ii) in July 2019, RSR Corporation contributed the stock of Metals HoldCo, Inc. to its affiliate EBT NewCo, LLC, and (iii) in 2020, the ultimate beneficial owners of each of RSR Corporation and Bestolife Corporation transferred their ownership interests in EBT NewCo, LLC to certain affiliates of GoldenTree Asset Management LP in a multi-step transaction. Please see Exhibit 4 to this letter, which is the February 25, 2019 Reorganization Agreement pursuant to which RSR Corporation contributed the stock of Respondent Quemetco to Metals HoldCo, Inc. Please see Exhibit 5 to this letter, which is the April 15, 2019 Contribution Agreement pursuant to which RSR Corporation contributed the stock of Metals HoldCo, Inc. to EBT NewCo, LLC. Please see Exhibit 6 to this letter, which is the October 1, 2020 Purchase Agreement pursuant to which RSR Corporation sold units of EBT NewCo, LLC.

- b. Describe any mergers, splits, consolidations, asset sales, any type of ownership changes, name changes, dissolutions, liability acquisitions and other major events in the Respondent's history. Identify (see Definitions) any businesses involved in these major events.*

Response:

Quemetco objects to this request as being vague and overly broad. Notwithstanding this objection, Quemetco incorporates by reference the response to Request 4.a above.

- 5. Describe Respondent's activities or business at the Site during the time the Respondent owned or operated the Site.*

Response:

As stated in the response to Section 2, Request No. 1, there is no indication that Quemetco or any related entities ever owned any portion of the Site. Quemetco has no information regarding the nature of any business it or Old Quemetco may have conducted at the Site during the period they leased a portion of the Site beginning in 1962 other than the information contained in the lease itself. Paragraph 3 of the lease indicates that the leased property was to be used for (a) manufacture and production of lead oxide; (b) manufacture of lubricants, thread dopes, and anti-seize compounds; and (c) warehousing and office purposes normally incidental to said operations. Exhibit "A" to the lease appears to show a "lead oxide plant" on the leased premises. To the extent that Quemetco or Old Quemetco may in fact have operated a lead oxide facility on the leased premises or conducted other operations, Quemetco has no information regarding how long such operations may have lasted.

6. *Has Respondent or any of Respondent's agents or employees ever stored or disposed of significant amounts of material at the Site, which may have contained substantial amounts of lead including lead compounds? By significant amounts we mean the total amount is greater than 110 gallons of liquid materials or greater than 200 pounds of solid materials. We understand that many materials contain lead; accordingly, we are limiting this inquiry to materials that contain "substantial" concentrations of lead or lead compounds. By substantial concentrations, we mean lead at concentrations that exceed 200 milligrams per kilogram, which is .02 percent. If Respondent's answer to this question is yes, please describe the material, and estimate the quantity by year.*

Response:

Quemetco has no information regarding storage or disposal by it or by any of its agents or employees of significant amounts of lead-bearing materials at the Site. Such storage or disposal at Globe-Union's battery manufacturing facility would have been inconsistent with the typical business practices of Quemetco or related entities, which generally involved receiving lead-bearing materials at a smelter, processing material through the smelter and then shipping refined lead to battery manufacturing facilities such as Globe-Union's Garland facility. To the extent that Quemetco and/or Old Quemetco in fact operated a lead oxide plant at the Site, such operations would typically have involved storage of some amount of lead or lead-bearing materials at the facility, but Quemetco has no information concerning the amounts or types of lead, if any, actually stored at the Site.

7. *Did Respondent have a Phase 1 or Phase 2 Environmental Site Assessment conducted at the Site? If your answer is yes, please provide a copy of the Phase 1 and Phase 2 Environmental Site Assessments.*

Response:

Quemetco has not identified any Phase 1 or Phase 2 Environmental Site Assessments that it conducted or had conducted by a consultant with respect to the Site.

8. *Describe any violations of environmental laws and regulations that took place at the Site by year. Provide copies of all documents associated with such occurrences and identify (see Definition) those documents.*

Response:

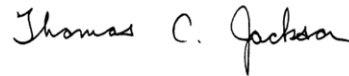
Quemetco has no information regarding violations of environmental laws and regulations at the Site.

* * * * *

In light of the above, Quemetco respectfully requests that it be removed from any list of potentially responsible parties concerning the Globe-Union Inc. Superfund Site in Garland, Texas. Quemetco reserves all rights, defenses and objections it may have and reserves the right to amend and supplement the enclosed responses should it discover additional information after further diligent inquiry.

Please do not hesitate to call me at 202-639-7710 if you have any questions or concerns regarding this response.

Respectfully,



Thomas C. Jackson

TJ